

<i>SERFF Tracking Number:</i>	<i>ICCI-125693274</i>	<i>State:</i>	<i>Arkansas</i>
<i>Filing Company:</i>	<i>Independence American Insurance Company</i>	<i>State Tracking Number:</i>	<i>39290</i>
<i>Company Tracking Number:</i>	<i>ABBA</i>		
<i>TOI:</i>	<i>H10G Group Health - Dental</i>	<i>Sub-TOI:</i>	<i>H10G.000 Health - Dental</i>
<i>Product Name:</i>	<i>ABBA</i>		
<i>Project Name/Number:</i>	<i>ABBA/ABBA</i>		

Filing at a Glance

Company: Independence American Insurance Company

Product Name: ABBA

TOI: H10G Group Health - Dental

Sub-TOI: H10G.000 Health - Dental

Filing Type: Form

SERFF Tr Num: ICCI-125693274

SERFF Status: Closed

Co Tr Num: ABBA

Co Status:

Author: Brenda Dawson

Date Submitted: 06/12/2008

State: ArkansasLH

State Tr Num: 39290

State Status: Approved-Closed

Reviewer(s): Rosalind Minor

Disposition Date: 06/13/2008

Disposition Status: Approved-Closed

Implementation Date Requested: On Approval

Implementation Date:

State Filing Description:

General Information

Project Name: ABBA

Project Number: ABBA

Requested Filing Mode:

Explanation for Combination/Other:

Submission Type: New Submission

Overall Rate Impact:

Filing Status Changed: 06/13/2008

State Status Changed: 06/13/2008

Corresponding Filing Tracking Number:

Filing Description:

See attached cover letter and ABBA constitution and bylaws.

Status of Filing in Domicile: Not Filed

Date Approved in Domicile:

Domicile Status Comments:

Market Type: Group

Group Market Size: Small

Group Market Type: Association

Deemer Date:

Company and Contact

Filing Contact Information

(This filing was made by a third party - insurancecomplianceconsultantsinc)

Brenda Dawson, Authorized Representative Brendadawson@inscompliance.com

SERFF Tracking Number:	ICCI-125693274	State:	Arkansas
Filing Company:	Independence American Insurance Company	State Tracking Number:	39290
Company Tracking Number:	ABBA		
TOI:	H10G Group Health - Dental	Sub-TOI:	H10G.000 Health - Dental
Product Name:	ABBA		
Project Name/Number:	ABBA/ABBA		

519 Colman Center Drive	(815) 316-6714 [Phone]
Rockford, IL 61108	(815) 316-6720[FAX]

Filing Company Information

Independence American Insurance Company	CoCode: 26581	State of Domicile: Delaware
485 Madison Avenue	Group Code:	Company Type:
New York, NY 10022	Group Name:	State ID Number:
(212) 355-4141 ext. [Phone]	FEIN Number: 74-1746542	

SERFF Tracking Number:	ICCI-125693274	State:	Arkansas
Filing Company:	Independence American Insurance Company	State Tracking Number:	39290
Company Tracking Number:	ABBA		
TOI:	H10G Group Health - Dental	Sub-TOI:	H10G.000 Health - Dental
Product Name:	ABBA		
Project Name/Number:	ABBA/ABBA		

Filing Fees

Fee Required?	No
Retaliatory?	No
Fee Explanation:	
Per Company:	No

COMPANY	AMOUNT	DATE PROCESSED	TRANSACTION #
Independence American Insurance Company	\$0.00	06/12/2008	

<i>SERFF Tracking Number:</i>	<i>ICCI-125693274</i>	<i>State:</i>	<i>Arkansas</i>
<i>Filing Company:</i>	<i>Independence American Insurance Company</i>	<i>State Tracking Number:</i>	<i>39290</i>
<i>Company Tracking Number:</i>	<i>ABBA</i>		
<i>TOI:</i>	<i>H10G Group Health - Dental</i>	<i>Sub-TOI:</i>	<i>H10G.000 Health - Dental</i>
<i>Product Name:</i>	<i>ABBA</i>		
<i>Project Name/Number:</i>	<i>ABBA/ABBA</i>		

Correspondence Summary

Dispositions

Status	Created By	Created On	Date Submitted
Approved-Closed	Rosalind Minor	06/13/2008	06/13/2008

<i>SERFF Tracking Number:</i>	<i>ICCI-125693274</i>	<i>State:</i>	<i>Arkansas</i>
<i>Filing Company:</i>	<i>Independence American Insurance Company</i>	<i>State Tracking Number:</i>	<i>39290</i>
<i>Company Tracking Number:</i>	<i>ABBA</i>		
<i>TOI:</i>	<i>H10G Group Health - Dental</i>	<i>Sub-TOI:</i>	<i>H10G.000 Health - Dental</i>
<i>Product Name:</i>	<i>ABBA</i>		
<i>Project Name/Number:</i>	<i>ABBA/ABBA</i>		

Disposition

Disposition Date: 06/13/2008

Implementation Date:

Status: Approved-Closed

Comment:

Rate data does NOT apply to filing.

<i>SERFF Tracking Number:</i>	<i>ICCI-125693274</i>	<i>State:</i>	<i>Arkansas</i>
<i>Filing Company:</i>	<i>Independence American Insurance Company</i>	<i>State Tracking Number:</i>	<i>39290</i>
<i>Company Tracking Number:</i>	<i>ABBA</i>		
<i>TOI:</i>	<i>H10G Group Health - Dental</i>	<i>Sub-TOI:</i>	<i>H10G.000 Health - Dental</i>
<i>Product Name:</i>	<i>ABBA</i>		
<i>Project Name/Number:</i>	<i>ABBA/ABBA</i>		

Item Type	Item Name	Item Status	Public Access
Supporting Document	Certification/Notice	Approved-Closed	Yes
Supporting Document	Application	Approved-Closed	Yes
Supporting Document	Cover letter	Approved-Closed	Yes
Supporting Document	Authorization Letter(2008)	Approved-Closed	Yes
Supporting Document	ABBA Constitution and Bylaws	Approved-Closed	Yes

<i>SERFF Tracking Number:</i>	<i>ICCI-125693274</i>	<i>State:</i>	<i>Arkansas</i>
<i>Filing Company:</i>	<i>Independence American Insurance Company</i>	<i>State Tracking Number:</i>	<i>39290</i>
<i>Company Tracking Number:</i>	<i>ABBA</i>		
<i>TOI:</i>	<i>H10G Group Health - Dental</i>	<i>Sub-TOI:</i>	<i>H10G.000 Health - Dental</i>
<i>Product Name:</i>	<i>ABBA</i>		
<i>Project Name/Number:</i>	<i>ABBA/ABBA</i>		

Rate Information

Rate data does NOT apply to filing.

SERFF Tracking Number:	ICCI-125693274	State:	Arkansas
Filing Company:	Independence American Insurance Company	State Tracking Number:	39290
Company Tracking Number:	ABBA		
TOI:	H10G Group Health - Dental	Sub-TOI:	H10G.000 Health - Dental
Product Name:	ABBA		
Project Name/Number:	ABBA/ABBA		

Supporting Document Schedules

		Review Status:	
Satisfied -Name:	Certification/Notice	Approved-Closed	06/13/2008

Comments:

This is a filing of a new association used with a previously approved Dental Policy form.

		Review Status:	
Bypassed -Name:	Application	Approved-Closed	06/13/2008

Bypass Reason: This is a filing of a new association used with a previously approved Dental Policy form.

Comments:

		Review Status:	
Satisfied -Name:	Cover letter	Approved-Closed	06/13/2008

Comments:

Attachment:

AR Dental ABBA 6-12-08.pdf

		Review Status:	
Satisfied -Name:	Authorization Letter(2008)	Approved-Closed	06/13/2008

Comments:

Attachment:

ICC Authorization letter dated 2008.pdf

		Review Status:	
Satisfied -Name:	ABBA Constitution and Bylaws	Approved-Closed	06/13/2008

Comments:

Attachment:

ABBA Inc and Amendments Bylaws.pdf



INSURANCE
COMPLIANCE
CONSULTANTS, INC.

519 Colman Center Drive
Rockford, Illinois 61108

Phone: (815) 316-6714
FAX: (815) 316-6720

June 12, 2008

Honorable Julie Benafield Bowman
Insurance Commissioner
State of Arkansas
Arkansas Department of Insurance
1200 W. Third St.
Little Rock, AR 72201-1904

RE: INDEPENDENCE AMERICAN INSURANCE COMPANY - NAIC# 26581
FEIN# 74-1746542
Group Dental Policy – IAIC ADEN-POL 0206
and Related Forms (See Exhibit I) - *previously approved on April 14, 2006*
America's Business Benefit Association

Dear Commissioner Benafield Bowman:

Thank you for the referenced approved filing.

Insurance Compliance Consultants, Inc., is making this filing on behalf of Independence American Insurance Company, a Delaware domiciled company. A filing authorization letter is attached. All correspondence should be addressed to Insurance Compliance Consultants, Inc., at the address shown above.

Group Policy form IAIC ADEN-POL 0206 will be issued to the America's Business Benefit Association located outside of your state. The association is situated in DC. Attached are the Bylaws for this association and the face page.

Your prompt review of this submission will be greatly appreciated. If I can provide any additional information, please contact me at (815)316-6714, fax me at (815)316-6720, or e-mail me at Brendadawson@inscompliance.com . Thank you.

Sincerely,

Brenda Dawson, FLMI, AIRC, ACS
Authorized Representative
Insurance Compliance Consultants, Inc.



INDEPENDENCE AMERICAN INSURANCE COMPANY
485 Madison Avenue
New York, NY 10022
(212) 355-4141

January 1, 2008

Mr. Brian Camling
President
Insurance Compliance Consultants, Inc.
519 Colman Center Dr.
Rockford, IL 61108

RE: Independence American Insurance Company
NAIC Company #: 26581
NAIC Group #: 0450
FEIN #: 74-1746542

AUTHORIZATION STATEMENT

The undersigned hereby certifies that *Insurance Compliance Consultants, Inc.*, has the authority to act on behalf of the above Company for the sole purpose of filing with the state insurance department those policy, amendment, endorsement, rider, certificate, reports, rates, surveys and/or application forms approved by the Companies for use in Company's transaction of business.

Authorized by:

A handwritten signature in black ink, appearing to read "David Kettig". The signature is fluid and cursive, with a long, sweeping underline.

David Kettig
President

NO. 100051072

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

CORPORATION DIVISION
CERTIFICATE OF INCORPORATION
GENERAL NOT FOR PROFIT

WHEREAS, DUPLICATE ORIGINALS OF ARTICLES OF INCORPORATION OF
AMERICAN SOCIETY FOR IMPROVED HEALTH

HAVE BEEN RECEIVED AND FILED IN THE OFFICE OF THE SECRETARY OF
STATE, WHICH ARTICLES, IN ALL RESPECTS, COMPLY WITH THE
REQUIREMENTS OF GENERAL NOT FOR PROFIT CORPORATION LAW;

NOW, THEREFORE, I, REBECCA MCDOWELL COOK, SECRETARY OF STATE
OF THE STATE OF MISSOURI, BY VIRTUE OF THE AUTHORITY VESTED IN
ME BY LAW, DO HEREBY CERTIFY AND DECLARE THIS ENTITY A BODY
CORPORATE, DULY ORGANIZED THIS DATE AND THAT IT IS ENTITLED TO
ALL RIGHTS AND PRIVILEGES GRANTED CORPORATIONS ORGANIZED UNDER
THE GENERAL NOT FOR PROFIT CORPORATION LAW.

IN TESTIMONY WHEREOF, I HAVE SET MY
HAND AND IMPRINTED THE GREAT SEAL OF
THE STATE OF MISSOURI, ON THIS, THE
7TH DAY OF FEBRUARY, 1995.

Rebecca McDowell Cook
Secretary of State



\$15.00



State of Missouri

Judith K. Moriarty, Secretary of State
P.O. Box 778, Jefferson City, Mo. 65102

Corporation Division

Articles of Incorporation of a General Not For Profit Corporation

Filing Fee \$10.00

FILED AND CERTIFICATE
INCORPORATION ISSUED
FEB 07 1995

Rebecca M. Moriarty
SECRETARY OF STATE

We the undersigned,

(Not less than three)

Type or Print Name	Number	Street	City	State	Zip
DALE TURVEY	16601	KEHRS GROVE DR	CHESTERFIELD	MO	63005
WILLIAM A. WARMAAN, JR	32	GREEN #4 DR	ST CHARLES	MO	63303
GARY JOHNSTON	4506	MEADOWFORD DR	ST LOUIS	MO	63129

being natural persons of the age of eighteen years or more and citizens of the United States, for the purpose of forming a corporation under the "General Not For Profit Corporation Law" of the State of Missouri, do hereby adopt the following Articles of Incorporation:

- The name of the corporation is AMERICAN SOCIETY FOR IMPROVED HEALTH
- The period of duration of the corporation is PERPETUAL
(Please state "perpetual" or a definite number of years)
- The address of its initial Registered Office in the State of Missouri is 1819 CLARKSON RD, STE 301
CHESTERFIELD 63017
(City) (Zip)
and the name of its initial Registered Agent at said address is KAREN BOEKER
- The first Board of Directors shall be THREE (3) in number, their names and addresses being as follows:
(At least three required)

Type or Print Name	Number	Street	City	State	Zip
GARY JOHNSTON	4506	MEADOWFORD DR	ST LOUIS	MO	63129
WILLIAM A. WARMAAN, JR	32	GREEN #4 DR	ST CHARLES	MO	63303
KAREN BOEKER	13	BORDEAUX PL	LAKE ST LOUIS	MO	63367

- The purpose or purposes for which the corporation is organized are:

"SEE EXHIBIT A ATTACHMENT"

(NOTE: Any special provision authorized or permitted by Statute to be contained in the Articles of Incorporation may be inserted above.)

(Incorporators must sign below)

[Handwritten signatures of incorporators]

Incorporators

FILED AND CERTIFICATE OF
INCORPORATION ISSUED

FEB 07 1995

VERIFICATION

Rebecca McDowell Cook
SECRETARY OF STATE

State of MISSOURI
County of ST LOUIS } ss.

I, KAREN R. BOEKER, a Notary Public,
do hereby certify that on the 6th day of FEBRUARY, 19 95,
WILLIAM A. WARMAAN JR, DALE TURVEY, GARY
JOHANSTON
Type or Print (Names of Incorporators)

personally appeared before me and being first duly sworn by me severally acknowledged that they signed as their free act and deed the foregoing document in the respective capacities therein set forth and declared that the statements therein contained are true, to their best knowledge and belief.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.

(Notarial Seal)

Karen R. Boeker
Notary Public

My commission expires 11-7-95

EXHIBIT "A"

5. The purpose or purposes for which the corporation is organized are:

To enrich the quality of life for its members by providing educational and informational material of interest to health conscious individuals, and;

To provide services and benefits as deemed beneficial to the members as well as any other activity permitted under the Missouri Not-For-Profit Corporation Act.

FILED AND CERTIFICATE OF
INCORPORATION ISSUED

FEB 07 1995

Rebecca M. McDonnell Cok
SECRETARY OF STATE

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

CORPORATION DIVISION
 CERTIFICATE OF AMENDMENT
 OF A
 MISSOURI NONPROFIT CORPORATION

WHEREAS,

HEARTLAND DEALERS AND COLLECTORS ASSOCIATION

FORMERLY,

AMERICAN SOCIETY FOR IMPROVED HEALTH

A CORPORATION ORGANIZED UNDER THE MISSOURI NONPROFIT CORPORATION LAW HAS DELIVERED TO ME DUPLICATE ORIGINALS OF ARTICLES OF AMENDMENT OF ITS ARTICLES OF INCORPORATION AND HAS IN ALL RESPECTS COMPLIED WITH REQUIREMENTS OF LAW GOVERNING THE AMENDMENT OF ARTICLES OF INCORPORATION UNDER THE MISSOURI NONPROFIT CORPORATION LAW, AND THAT THE ARTICLES OF INCORPORATION OF SAID CORPORATION ARE AMENDED IN ACCORDANCE THEREWITH.

IN TESTIMONY WHEREOF, I HAVE SET MY HAND AND IMPRINTED THE GREAT SEAL OF THE STATE OF MISSOURI, ON THIS, THE 28TH DAY OF JULY, 1997.

Rebecca McDowell Cook
 Secretary of State



\$10.00



State of Missouri

Rebecca McDowell Cook, Secretary of State

P. O. Box 778, Jefferson City, MO 65102

Corporation Division

FILED AND CERTIFICATE

ISSUED

JUL 28 1997

Articles of Amendment for a Nonprofit Corporation

(Submit in duplicate with filing fee of \$10.00)

The undersigned corporation, for the purpose amending its articles of incorporation, hereby executes the following articles of amendment:

Rebecca McDowell Cook
SECRETARY OF STATE

(1) The name of corporation is: American Society for Improved Health

(2) The text of the amendment(s) and the date(s) of adoption are as follows:

Article One- name of the Corporation is:
Heartland Dealers and Collectors Association
(adoption date - July 24, 1997)

Article Five - See Attached

(3) If approval of members was not required, and the amendment(s) was approved by a sufficient vote of the board of directors or incorporators, check here and skip to number (5): XXX

(4) If approval by members was required, check here and provide the following information: _____

A. Number of memberships outstanding: _____

B. Complete either i or ii.

i. Number of votes for and against the amendment(s) by class was:

Class:	Number entitled to vote:	Number voting for:	Number voting against:
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

ii. Number of undisputed votes cast for the amendment(s) was sufficient for approval, and was:

Class:	Number voting undisputed:
_____	_____
_____	_____
_____	_____

The number of votes cast in favor of the amendment(s) by each class was sufficient for approval by that class.

(5) If approval of the amendment(s) by some person(s) other than the members, the board or the incorporators was required pursuant to section 355.606, check here to indicate that approval was obtained: N/A

In affirmation of the facts stated above,

Karen Boeker *Karen Boeker* Secretary 7/24/97
(Authorized signature of officer or chairman of the board) (Title) (Date of signature)

FILED AND CERTIFICATE
ISSUED

JUL 28 1997

- (2) The text of the amendment(s) and the date(s) of adoption are as follows:

Phyllis M. McDowell Cook
SECRETARY OF STATE

Article Five - The purpose or purposes for which the Corporation is organized are:

To enhance the quality of life for its members by providing educational and informational material of interest to dealers and collectors of all kinds.

To provide services and benefits as deemed beneficial to the members as well as any other activity permitted under the Missouri Not-For-Profit Corporation Act.

STATE OF MISSOURI



Matt Blunt
Secretary of State

CERTIFICATE OF AMENDMENT
OF A
MISSOURI NONPROFIT CORPORATION

WHEREAS,


*National Benefit Plan
N00051672*

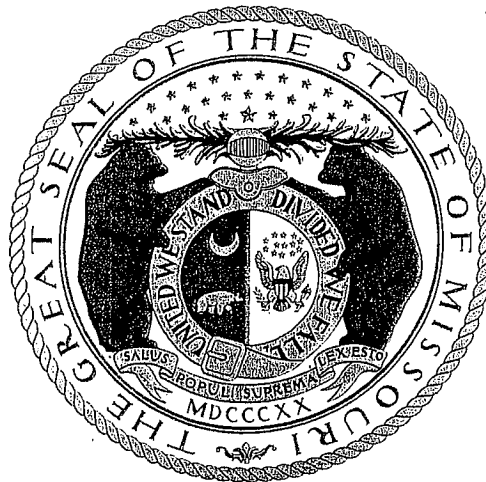
Formerly,

HEARTLAND DEALERS AND COLLECTORS ASSOCIATION

a corporation organized under The Missouri Nonprofit Corporation Law has delivered to me duplicate originals of Articles of Amendment of its Articles of Incorporation and has in all respects complied with the requirements of law governing the Amendment of Articles of Incorporation under The Missouri Nonprofit Corporation Law, and that the Articles of Incorporation of said corporation are amended in accordance therewith.

IN TESTIMONY WHEREOF, I have set
my hand and imprinted the GREAT SEAL
of the State of Missouri, on this, the 8th day
of January, 2004.


Secretary of State





T0400841604

Stat
Matt B

File Number: 200400821102

Charter # N00051672

Date Filed: 01/08/2004

Matt Blunt

Secretary of State

Corporations Div
P.O. Box 778 / 600
Jefferson City, MO

**Articles of Amendment
for a Nonprofit Corporation**

(Submit in duplicate with filing fee of \$10.00)

The undersigned corporation, for the purpose of amending its articles of incorporation, hereby executes the following articles of amendment:

- (1) The name of corporation is: Heartland Dealers & Collectors Association
- (2) The amendment was adopted on 1-5-04 and changed article(s) 1 and 5 to state as follows:
month/day/year

Article number One (1) is amended to read: The name of the corporation is:
National Benefit Plan.

Article number Five (5) is amended to read as follows: See attached.

- (3) If approval of members was not required, and the amendment(s) was approved by a sufficient vote of the board of directors or incorporators, check here and skip to number (5): ☒

- (4) If approval by members was required, check here and provide the following information: _____

- A. Number of memberships outstanding: _____
B. Complete either i or ii:

- i. Number of votes for and against the amendments(s) by class was:

Class:	Number entitled to vote:	Number voting for:	Number voting against:
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

- ii. Number of undisputed votes cast for the amendment(s) was sufficient for approval, and was:

Class: Number Voting undisputed:

_____	_____
_____	_____
_____	_____

The number of votes cast in favor of the amendment(s) by each class was sufficient for approval by that class.

- (5) If approval of the amendment(s) by some person(s) other than the members, the board or the incorporators was required pursuant to section 355.606, check here to indicate that approval was obtained: _____

In affirmation of the facts stated above,

Karen Boeker
(Authorized signature of officer or chairman of the board)

KAREN BOEKER SECRETARY
(Printed Name) (Title)

1-6-04
(Date)

The purpose or purposes for which the Corporation is organized are:

To enhance the quality of life for members by offering or providing educational information; to provide access to goods, services and discount benefits by using the buying power of all members. To exercise all the powers conferred upon corporations formed under the Missouri Not-For-Profit Corporation Act.

STATE OF MISSOURI



Robin Carnahan
Secretary of State

CERTIFICATE OF AMENDMENT
OF A
MISSOURI NONPROFIT CORPORATION

WHEREAS,

*America's Business Benefit Association
N00051672*

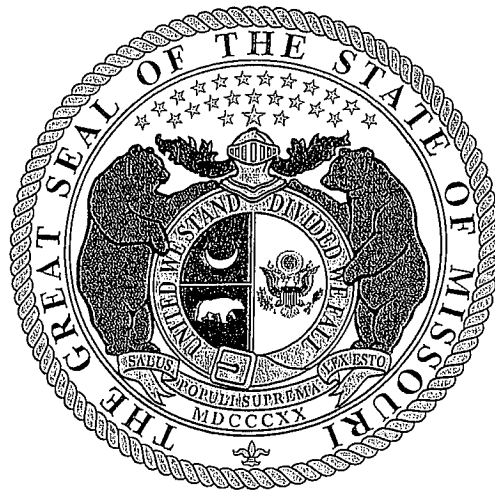
Formerly,

National Benefit Plan

a corporation organized under The Missouri Nonprofit Corporation Law has delivered to me its Articles of Amendment of its Articles of Incorporation and has in all respects complied with the requirements of law governing the Amendment of Articles of Incorporation under The Missouri Nonprofit Corporation Law, and that the Articles of Incorporation of said corporation are amended in accordance therewith.

IN TESTIMONY WHEREOF, I have set
my hand and imprinted the GREAT SEAL
of the State of Missouri, on this, the 18th
day of August, 2005.

Robin Carnahan
Secretary of State





State of Missouri
Robin Carnahan, Secretary of State

Corporations Division
P.O. Box 778 / 600 W. Main Street, Rm 322
Jefferson City, MO 65102

File Number: 200523121102
N00051672
Date Filed: 08/18/2005
Robin Carnahan
Secretary of State

**Articles of Amendment
for a Nonprofit Corporation**
(Submit with filing fee of \$10.00)

The undersigned corporation, for the purpose of amending its articles of incorporation, hereby executes the following articles of amendment:

- (1) The name of corporation is: NationalBenefit Plan
- (2) The amendment was adopted on 8/11/05 and changed article(s) 1 to state as follows:
month/day/year

Article number One (1) is amended to read: The name of the corporation is:
America's Business Benefit Association

- (3) If approval of members was not required, and the amendment(s) was approved by a sufficient vote of the board of directors or incorporators, check here and skip to number (5): ☒

- (4) If approval by members was required, check here and provide the following information: _____

- A. Number of memberships outstanding: _____
B. Complete either C or D:
C. Number of votes for and against the amendments(s) by class was:

Class:	Number entitled to vote:	Number voting for:	Number voting against:
_____	_____	_____	_____
_____	_____	_____	_____

Please see next page

Name and address to return filed document:

Name: Rachel DiFulvio
Address: 16476 Chesterfield Airport Rd., 2nd Flr.
City, State, and Zip Code: Chesterfield, MO 63017

State of Missouri
Amend/Restate - NonProfit 2 Page(s)



T0523015613

Corp. 53A (01/05)

D. Number of undisputed votes cast for the amendment(s) was sufficient for approval, and was:

Class: Number Voting undisputed:

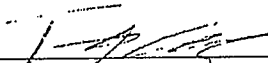
_____	_____
_____	_____
_____	_____

The number of votes cast in favor of the amendment(s) by each class was sufficient for approval by that class.

(5) If approval of the amendment(s) by some person(s) other than the members, the board or the incorporators was required pursuant to section 355.606, check here to indicate that approval was obtained: _____

In Affirmation thereof, the facts stated above are true and correct:

(The undersigned understands that false statements made in this filing are subject to the penalties provided under Section 575.040, RSMo)


Authorized signature of officer or chairman of the board

Printed Name

Tina Kompon, President

Title

Date

8-11-05

BY-LAWS OF
"AMERICA'S BUSINESS BENEFIT ASSOCIATION"

ARTICLE I
PURPOSES

The purpose or purposes of "America's Business Benefit Association" ("association") shall be:

To enhance the quality of life for members by offering or providing educational information; to provide access to goods, services, benefits or group discounts by using the buying power of all members. To exercise all the powers conferred upon corporations formed under the Missouri Not-For-Profit Corporation Act.

ARTICLE II
OFFICES

The Association shall have and continuously maintain in this state a registered office and a registered agent, and the registered office of the association shall be identical with that of its registered agent. The Association may have other offices within or without the State of Missouri as the Board of Directors may from time to time determine.

ARTICLE III
MEMBERS

Section 1. Classes of Members. The Association shall have two (2) classes of members. The designation of such classes and qualifications of the members of such classes shall be as follows:

1. Individual membership: The individual is entitled to participate in all benefit programs offered by the Association.
2. Family membership: The member and his spouse are entitled to participate in all benefit programs offered by the Association.

Section 2. Voting Rights. Each member of classes 1 and 2 shall be entitled to one vote on each matter submitted to a vote of the members by the Board of Directors. Voting may be in person or by proxy; provided that no proxy may be used for voting purposes unless the original of the proxy is filed with the Secretary of the Association at least seven (7) days before the meeting at which it is to be used.

Section 3. Termination of Membership. Any member who shall be in default in the payment of dues for the period fixed in Article XI of the By-Laws is automatically ineligible for membership and loses all privileges and rights of the Association, subject to the discretion of the Board of Directors to extend such time period for the payment of dues.

Section 4. Resignation. Any member may resign by filing a written resignation with the Secretary, but such resignation shall not entitle such member to any refund of dues and the member shall immediately lose all privileges and rights of the Association.

Section 5. Reinstatement. Upon written reapplication a former member may be reinstated to membership in the Association.

Section 6. Transfer of Membership. Membership in the Association is not transferable or assignable.

ARTICLE IV MEETINGS OF MEMBERS

Section 1. Annual Meeting. An annual meeting of the members of the Association shall be held for the purpose of electing Directors and the transaction of any other business as may come before the meeting. The date of the annual meeting shall be determined by the Board of Directors.

Section 2. Special Meeting. Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by law, may be called by the President and shall be called by the Secretary at the direction of a majority of the Board of Directors, or at the request in writing of members representing at least one hundred (100) votes entitled to be cast at such meeting.

Section 3. Place of Meeting. The Board of Directors may designate any place, within or without the State of Missouri as the place of meeting for any annual meeting. The President or the Board of Directors may designate any place within or without the State of Missouri as the place of the meeting for any special meeting. If no designation is made, the place of meeting shall be the registered office of the Association.

Section 4. Notice of Meetings. Written or printed notice stating the place, day and hour of any regular or special meeting of the Association members shall be delivered, either personally, by mail or through the internet, to each member, not less than seven (7) or more than forty (40) days before the date of such meeting, by or at the direction of the President, or Secretary, or the Board of Directors or person calling the meeting. In the case of special meetings, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of meeting shall be deemed delivered when deposited in the United States mail addressed to the member at this address as it appears on the

records of the Association, with postage thereon paid. Notice of meetings may be included in any publication that is distributed to the member.

Section 5. Quorum. There shall be no minimum number of members necessary to be present at any regular meeting or special meeting, in order to constitute a quorum. Those members present shall therefore constitute a quorum.

Section 6. Manner of Acting. The act of a majority of the members present at any regular or special meeting shall constitute the act of the members.

Section 7. Informal Action by Members. Upon approval by the directors, any action required to be taken at a meeting of the members of the Association or any other action which may be taken at a meeting, may be taken without a meeting if consents in writing, setting forth the action so taken, shall be signed by a majority of the members with respect to the subject matter thereof.

Section 8. Parliamentary Procedures. Parliamentary Procedure for all meetings of members, directors, and committees shall be conducted in accordance with the latest revised edition of Robert's Rules of Order, unless otherwise inconsistent with these By-Laws.

Section 9. Voting. At all meetings of the members, each member of records shall be entitled to one (1) vote. A vote may be cast either orally or in writing in person or by proxy. A "member of record" is a person who is a member in good standing of the Association as of the close of business on a date, selected by the Board of Directors, not less than forty (40) days nor more than fifty (50) days before the date of the meeting (the "record date"). When a quorum is present at any meeting, the vote of the holders of a majority of members present shall decide any questions brought before such meeting, unless the questions are ones upon which, by express provision of law or of the Association's Articles of Incorporation, a different vote is required, in which case such express provision shall govern and control the decision of such question.

Section 10. Matters Reserved to Membership Vote. The following matters shall be authorized only upon a vote "thereon" by the members at a meeting called to consider such matter:

1. An amendment to the Association's Articles of Incorporation;
2. The election of the Board of Directors; and

3. Any other matter which the Board of Directors, in their sole discretion, by resolution shall commit to a vote of the members.

ARTICLE V BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the Association shall be managed by its Board of Directors.

Section 2. Number, Tenure and Qualifications. The number of directors shall be no fewer than three (3) and no more than twenty-five (25) and may be changed from time to time by resolution of the Board of Directors. The Board of Directors shall appoint a committee to nominate successor directors. The directors shall be elected at an annual meeting of the members, except as provided in Section 8 of this Article, and each director elected shall hold office until his successor is elected and qualified or until his earlier death, resignation or removal. Directors shall be residents of the United States of America and members of the Association.

Section 3. Regular Meetings. A regular annual meeting of the Board of Directors shall be held each year immediately after the annual meeting of the members of the Association for the purpose of electing officers and for the transaction of such other business as may come before the meeting. The regular annual meeting of directors shall be held without other notice than these By-Laws. The Board of Directors may provide by resolution the time and place, within or without the State of Missouri for the holding of additional regular meetings of the Board of Directors.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) directors. All special meetings shall be held at the registered office of the Association unless otherwise agreed upon by a majority of the Board of Directors in attendance at the meeting.

Section 5. Notice. Notice of any special meeting of the Board of Directors and the business to be transacted shall be given at least five (5) days previously thereto by written notice delivered personally, by mail or through the internet to each director at his address shown on the records of the Association. If notice be given by mail, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the director. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such

meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The purpose of any special meeting of the Board of Directors shall be specified in the notice of such meeting.

Section 6. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors provided that if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or these By-Laws.

Section 8. Vacancies. Vacancies created by the death, resignation, or removal of a director may be filled by a majority vote of the directors then in office though less than a quorum, and each director so chosen shall hold office until his successor is elected and qualified or until his earlier death, resignation or removal. A director may be removed at any time, with or without cause, by a vote of a majority of the remaining directors. If there are not directors in office, then an election of directors may be held in the manner provided by law. Newly created directorships shall be filled by election at an annual meeting or special meeting called for that purpose.

Section 9. Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each meeting of the Board of Directors. Nothing herein contained shall be construed to preclude any director from serving the Association in any other capacity and receiving compensation therefor upon approval by the Board.

Section 10. Telephonic Participation in Meeting. The members of the Board of Directors, or of any committee designated by the Board of Directors, may participate in a meeting of the Board of Directors or committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner shall constitute presence in person at the meeting.

Section 11. Action by Written Consent. Any action which is required to be or may be taken at a meeting of the directors, or of any committee of the directors, may be taken without a meeting if consents in writing, setting forth the action so taken are signed by all of the members of the Board of Directors or of the committee as the case may be. The consents shall have the same force

and effect as a unanimous vote at a meeting duly held. The Secretary shall file the consents with the minutes of the meetings of the Board of Directors or of the committee as the case may be.

ARTICLE VI OFFICERS

Section 1. Officers. The Officers of the Association shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Treasurer, a Secretary or combination thereof, and such other officers as may be elected in accordance with the provisions of this article. The Board of Directors may elect or appoint other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 2. Election and Term of Office. The Officers of the Association shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. Vacancies may be filled or new officers created and filled at any meeting of the Board of Directors. Each Officer shall hold office until his successor shall have been duly elected and shall have qualified.

Section 3. Removal. Any Officer or Agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Association would be served thereby.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President. The President of the Association shall be the principal executive officer of the Association. He shall supervise and conduct the affairs of the Association in such manner as will best accomplish the purposes set forth in the Articles of Incorporation of the Association. He shall preside at all meetings of the Association members and the Board of Directors. He shall countersign all checks together with the Treasurer.

Section 6. Vice President. In the absence of the President, or in the event of his inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall

have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 7. Treasurer. The Treasurer or Assistant Treasurer shall have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for monies received by the Association from any source whatsoever, and deposit all such monies in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VIII of these By-Laws.

Section 8. Secretary. The Secretary or Assistant Secretary of the Association shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; be custodian of the corporate records of the Association; see that the seal of the Association, if any, is affixed to all documents, the execution of which on behalf of the Association under its seal, if any, is duly authorized in accordance with the provisions of these By-Laws; keep a register of the post office address of each member which shall be furnished to the Secretary or Assistant Secretary by such member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary or Assistant Secretary by the President or by the Board of Directors.

ARTICLE VII COMMITTEES

Section 1. Committees of Directors. The Board of Directors, by resolution adopted by the majority of the directors in office, may designate one or more committees, each of which shall consist of two (2) or more directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Association; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it or him by law. The President shall be an ex-officio member of all committees of directors.

Section 2. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the Association may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the Association, and the President of the Association shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in

their judgment the best interests of the Association will be served by such removal. One member of each committee shall be a director.

Section 3 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of original appointments.

Section 4. Quorum. Unless provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 5. Rules. Each committee may adopt rules for its own government not inconsistent with these By-Laws or with rules adopted by the Board of Directors.

ARTICLE VIII CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1. Contracts. The Board of Directors may authorize the officers or agents of the Association to enter into contracts or to execute and deliver documents in the name of and on behalf of the Association. Such authority shall be confined to specific instances. Such contracts may be for any purpose deemed by the Board of Directors to be appropriate, including the contracting with a third party for any or all administrative and other services and functions necessary for the Association to achieve its purpose.

Section 2. Checks, Drafts, Etc. All checks, drafts, or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by the resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or Vice President of the Association.

Section 3. Deposits. All funds coming into possession of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the Association any contributions, gifts, bequests, or device for the general purpose or for any special purpose of the Association.

Section 5. Loans. The Association may, upon authorization of the Board of Directors, from time to time accept or negotiate loans of financial assistance to be repaid at such time as the Association is reasonably able to repay.

ARTICLE IX CERTIFICATES OF MEMBERSHIP

Section 1. Certificates of Membership. The Board of Directors may provide for the issuance of certificates evidencing membership in the Association which shall be in such form as may be determined by the Board. Such certificates shall be signed by the President or Vice President and shall be sealed with the seal of the Association, if any. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the Association. If any certificate shall become lost, mutilated or destroyed, a new certificate may be issued therefor upon such terms and conditions as the Board of Directors may determine.

Section 2. Issuance of Certificates. When a member has applied for and is eligible for membership and has paid any initiation fee and dues that may then be required, a certificate of membership shall be issued and delivered to him by the Secretary, if the Board of Directors shall have provided for the issuance of certificates of membership under the provisions of Section 1 of this article.

ARTICLE X BOOKS AND RECORDS

The Association shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Association may be inspected by any member, or his agent or attorney for any purpose at any reasonable time.

ARTICLE XI DUES AND INITIATION FEE

Section 1. Annual Dues. The Board of Directors may determine from time to time the amount of annual dues payable to the Association by members of each class.

Section 2. Payment of Dues. Dues shall be payable in advance.

Section 3. Default and Termination of Membership. When any member of any class shall be in default in the payment of dues for a period of one month from the beginning of the period from which such dues became payable, such member shall be automatically dropped from membership unless the Board of Directors, in its discretion, extends the time for payment of dues.

Section 4. Initiation Fee. Each member may be required to pay, in addition to applicable dues, the amount of any initiation fee designated by the Board of Directors as a prerequisite to membership. The Board of Directors may provide that the initiation fee is waived for members who are part of a group where the sponsor pays a stated initiation fee on behalf of all group members.

ARTICLE XII FISCAL YEAR

The fiscal year of the Association shall begin the first day of January and end on the last day of December in each year.

ARTICLE XIII SEAL

The Board of Directors may provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "Corporate Seal".

ARTICLE XIV WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the General Not-For-Profit Corporation Law of Missouri under the provisions of the Articles of Incorporation or the By-Laws of the Association, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XV
AMENDMENT OF BY-LAWS

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by a two-thirds (2/3) majority of the directors present at any regular meeting or any special meeting, provided that at least seven (7) days' written notice is given of intention to alter, amend or repeal or to adopt new By-Laws at such meeting.

ARTICLE XVI
INDEMNIFICATION

The Association shall provide for indemnification by the Association of any and all of its directors or officers or former directors or officers against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding, in which they or any of them are made parties, or a party, by reason of having been directors or officers of the Association, except in relation to matters as to which such director or officer or former director or officer shall be adjudged in such action, suit, or proceeding to be liable for gross negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for gross negligence or misconduct.

ARTICLE XVII
DISSOLUTION

The Association shall use its funds only to accomplish the objectives and purposes specified in these By-Laws, and no part of said funds shall inure, or be distributed, to the members of the Association. On dissolution of the Association any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors.